

AFFIDAVIT OF THERESA N. HILL

STATE OF OKLAHOMA)
) ss.
COUNTY OF TULSA)

I, Theresa N. Hill, being of lawful age and duly sworn, do depose and state as follows:

1. I am a partner with the firm Rhodes, Hieronymus, Jones, Tucker & Gable, P.L.L.C., with 7 years experience as a lawyer;

2. As counsel for Cargill, Inc. and Cargill Turkey Production, LLC (hereinafter the "Cargill Defendants") in the matter styled as *State of Oklahoma v. Tyson Foods, Inc., et al.*, 05-CV-329-GKF-SAJ, I was involved in the drafting of Interrogatories and Requests for Production of Documents the Cargill Defendants propounded on the State; reviewing the State's responses to the Cargill Defendants' discovery; multiple meet and confers with counsel for the State addressing the State's responses to the Cargill Defendants' discovery; and reviewing documents at State agencies;

ATTEMPTS TO MEET AND CONFER WITH THE STATE:

3. On November 9, 2006, I sent a deficiency letter to the State outlining topics for the parties' initial meet and confer conference. Exhibit A;

4. On December 8, and again on December 14, 2006, my co-counsel Dara Mann and I met and conferred with counsel for the State to address the State's responses and objections to the Cargill Defendants' Requests for Production of Documents, and specifically the deficiencies addressed in my November 9, 2006 letter;

5. January 4, 2007, I again wrote counsel for the State a detailed deficiency

letter confirming our prior discussions and outlining the deficiencies in the State's responses to the Cargill Defendants Requests for Production of Documents. *See* Exhibit B;

6. Receiving no response to the January 4, 2007 letter, I again reiterated my request to the State to supplement their responses to the Cargill Defendants' Requests for Production of Documents in my letter of January 16, 2007. Exhibit C;

7. On January 17, 2007, I wrote counsel for the State a detailed deficiency letter addressing the State's responses to the Cargill Defendants' Interrogatories. Exhibit D;

8. I have spoken with counsel for the State regarding my January 17, 2007 letter. From my multiple discussions with counsel for the State, it is my understanding that the State intends to respond in writing to Cargill's deficiency letters. To date, the Cargill Defendants have received no such response or supplementation;

9. During our individual meet and confers with the State, we identified some joint issues that necessitated discussion with all Defendants, including discussion of the State's privilege logs. On January 24, 2007, counsel for all Parties participated in a conference call to discuss the State's privilege logs. Since that conference, the State has neither supplemented their privilege logs nor stated their position on the sufficiency of the privilege logs;

THE STATE'S PRODUCTION OF DOCUMENTS FROM STATE AGENCIES

10. At the Oklahoma Department of Environmental Quality, the State produced 124 bankers boxes for inspection;

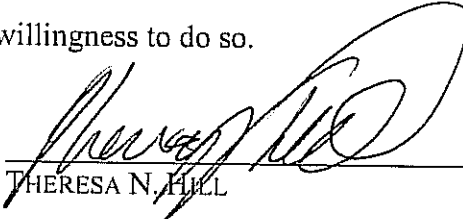
11. At the Oklahoma Water Resources Board, the State produced 90 bankers

boxes for inspection;

12. At the Oklahoma Conservation Commission, the State produced 115 bankers boxes for inspection. The State provided an unsigned letter describing its production of documents at this agency. Exhibit E;

13. At the Oklahoma Scenic Rivers Commission, the State produced approximately 73 boxes from various filing cabinets, bookcases, and storage rooms. Additional documents must be reviewed at a subsequent inspection to be scheduled. We estimate that the State may provide another 20 boxes for the Defendants review; and

14. The Cargill Defendants repeatedly requested the State supplement their responses to Requests for Production of Documents to identify the agency that possesses responsive documents to specific Requests for Production and the category of responsive documents that may be found at the identified agency. To date, the State has failed to supplement its responses, nor confirmed its willingness to do so.

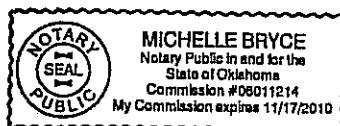

THERESA N. HILL

STATE OF OKLAHOMA)
) ss.
COUNTY OF TULSA)

Before me, the undersigned, a Notary Public, in and for said County and State on this 14th day of February, 2007, personally appeared, Theresa N. Hill, to me known to be the identical person who executed the same as his free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office the date and year last above written.


Notary Public

My commission expires: 11/17/2010



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RhodesHieronymus
O K L A H O M A

Reply to: Theresa Noble Hill
thill@rhodesokla.com

November 9, 2006

Via Email and Mail

Ms. D. Sharon Gentry
Riggs, Abney, Neal, Turpen, Orbison & Lewis
5801 Broadway Extension, Suite 101
Oklahoma City, OK 73118

Re: *State of Oklahoma v. Tyson*
Our File No. 1790-2

Dear Ms. Gentry:

We have had the opportunity to review the State's Objections and Responses to Cargill Turkey Production, LLC and Cargill, Inc.'s Amended First Set of Requests for Production of Documents.

In preparation for our upcoming meet and confer conference, we have outlined the following deficiencies and topics that we will need to address at our meet and confer conference.

General Objections:

- 1) **Objection to Definitions.** The basis for your objection to the definition of "Any Cargill Entity," "Document," "Identify," "You or Your." Do you have any other objections to "certain of the words and phrases" that are not specifically identified? Is the State withholding documents on the basis of this objection?
- 2) **Privileges.** What is the basis for your claiming the "self-evaluative privilege"? You claim documents "which are made confidential by state law" may be withheld. We believe that our confidentiality order should address any such claim of confidentiality.
- 3) **Objection to producing all responsive documents.** This objection suggests that the State will produce only some responsive documents, not all. The Federal Rules

Exhibit A

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do not allow a party to select to produce only some responsive documents. Are you agreeing to produce documents in the State's custody, possession or control?

- 4) **Relative burden of locating documents.** It is not sufficient to simply respond that documents are in the possession of another party. The requesting party has the right to discover what information is contained in your files.
- 5) **Overly broad and overly expensive.** You specifically cite this objection in response to specific Requests. Are you withholding documents responsive to those specific requests because of this objection?
- 6) **Incorporation of any other discovery responses.** Should the State wish to specifically refer to a prior response made to another party, it should specifically identify the response by number and bates-numbers of documents.
- 7) **Federal Rules Controlling.** Please explain the basis for this objection. Specifically, what requests "improperly attempt to impose obligations on the State other than those imposed or authorized by the Federal Rules of Civil Procedure"? Is the State withholding any documents on the basis of this objection?

Specific Responses:

A. Plaintiffs' Responses to Cargill Turkey Production, LLC's Amended First Set of Requests for Production.

All responses fail to identify the specific agency that holds responsive documents and the categories of responsive documents that may be found at that agency.

- 1) **Response to Request for Production No. 4:** There is no question that documents relating to your determination, calculation and the amount of damages are relevant. Per Rule 26(a)(1)(C) this information should have been provided with the State's Initial Disclosures. It is improper to postpone this critical information until some unidentified date in the future. Furthermore, this information cannot be shielded from production by invoking privilege or confidentiality. From your response, it appears that the State is not intending to produce any responsive documents at this time.
- 2) **Response to Request for Production No. 5:** In response to the request for documents relating to any exercise of eminent domain, the State has refused to produce any responsive documents citing various privileges, including that the documents were prepared in anticipation of litigation by experts. Documents relating to property the State obtained in the Illinois River Watershed by eminent domain are highly relevant. Such responsive documents cannot be shielded from production by claiming privilege or confidentiality. From your response, it appears that the State is not intending to produce any responsive documents at this time.

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3) Response to Request for Production No. 6:

- a) The request for GIS files, maps and photographs of the Illinois River Watershed cannot be shielded by privilege or other claims of confidentiality.
- b) You respond that a state agency may have responsive documents. This is insufficient. We have had many discussions concerning production of documents at four agencies and your second extension to respond to our request for production of documents. In our letter dated October 10, 2006, we stated:

"If the State wishes to produce for on-site inspection documents from a particular agency in response to one or more of Cargill's Requests for Production, then the written response to each request should identify both the agency that possesses responsive documents and the specific categories of responsive documents that we can expect to find at the identified agencies."

Following multiple conferences, we reached an agreement concerning the agency document review. As part of that agreement, we specifically agreed to grant the State a second extension to respond to our Requests for Production relying upon Mr. Trevor Hammons assurances that the additional time was needed to provide information requested in our letter. We request that you promptly provide this information.

We need to discuss the scheduled document reviews at the Oklahoma Department of Environmental Quality, Oklahoma Scenic Rivers Commission, Oklahoma Water Resources Board, and Oklahoma Conservation Commission.

In your general statement, you also identify Oklahoma Department of Agriculture, Food and Forestry, Oklahoma Department of Wildlife Conservation, Oklahoma Department of Tourism and Recreation and the Oklahoma Secretary of Environment as other potential locations where responsive documents may be found. Please provide a complete response to this Request specifically identifying which locations maintain responsive documents. We need to discuss dates and protocols for document reviews at these additional locations.

- c) We wish to discuss your overly burdensome and expensive objection. Are you not producing certain documents because of this objection?

4) Response to Request No. 7 and 9:

- a) The request for documents, such as maps and photographs, depicting poultry operations in the IRW cannot be shielded by privilege.
- b) Thank you for referring us to the ODAFF growers files. From your response, we cannot determine if there are additional responsive documents at other agencies.

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- c) We do not believe that referring to documents that Peterson may have obtained from ODAFF is responsive. Furthermore, we need to confirm whether there are any additional documents that you are withholding.

5) Response to Request No. 8:

- a) The request for documents, such as maps and photographs depicting potential sources of "Pollutants or Contaminants" cannot be shielded by privilege.
- b) It is impossible to determine whether documents are being withheld on the basis that it is too burdensome and too expensive to produce.
- c) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.
- d) We have had several discussions concerning e-discovery. We do not contemplate that the Federal Rules allow withholding production in a traditional format, such as print or PDF until such a time as a protocol is reached for production in electronic format. We remain willing to discuss the format for production of electronic documents. We do not believe that it is proper to postpone production until the Court enters a comprehensive order addressing.
- e) In your response, you state "[t]o the extent such non-privileged responsive documents are in electronic format *and not posted on the websites listed in the following paragraph, . . .*" There are no websites listed in response to this Request.

6) Response to Request No. 10:

- a) We are confused by your claim of privilege and confidentiality to documents relating to communications with poultry growers and integrators.
- b) It is not proper to point to documents contained in Defendants' files. We have a right to discover what responsive documents are maintained by the State.
- c) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.
- d) We would like clarification of your objection to producing "document generated for or during any settlement negotiations."

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7) Response to Request No. 11 and 12:

- a) We are confused by your claim of privilege and confidentiality to documents relating to operations of Third Party Defendants (11) and communications with Third Party Defendants (12).
- b) While the Third Party Defendants have been severed and stayed, they are easily identified. We ask you to withdraw your objection that the State cannot determine the identity of third party defendants.
- c) The operations of the Third Party Defendants are specifically identified in the Third Party Complaints. We ask you to withdraw your objection that the State cannot determine the Third Party Defendants' "operations."
- d) Are you withholding production of all documents, other than those that we may find at the agencies, on the basis that production of any responsive documents is burdensome and excessively expensive?
- e) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.
- f) In response to Request No. 12, you respond that the requested documents are "irrelevant in that they do not make any fact of consequence to the claims or defenses of any party more or less probable." We do not believe that this is an accurate citation of the test for the discoverability of documents. Still, the State may believe that this information is not relevant to their claims. It is clear that the Defendants believe that this information is relevant to their defense in this case.

8) Response to Request No. 13:

- a) We fail to understand how communications between you and any Federal Agency are protected by privilege or other claims of confidentiality.
- b) Are documents being withheld per your overly broad and burdensome objection?
- c) Per our discussion of the production of agency documents, please provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.
- d) You refer us to more than 1500 pages of documents produced by the State in its Initial Disclosures. These documents include various studies, and articles. We fail to understand how a scholarly article is responsive to this request for communications between you and a Federal Agency. Additionally, it is impossible to determine whether the State believes there are any additional responsive documents that it is not producing.

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9) Response to Request No. 14:

- a) We fail to understand how communications with other governmental entities are protected by privilege or other claims of confidentiality.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.
- c) In your responses generally, you have identified eight Oklahoma agencies/offices that may have responsive documents. The request is not limited to Oklahoma agencies. For instance, are you responding that you have no documents reflecting communications with any Arkansas agency?

10) Response to Request No. 15:

- a) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.
- b) We do not believe that it is proper to refer us to documents that may be contained in Cargill's files. We have the right to discover what is maintained in the Plaintiffs' files.

11) Response to Request No. 16:

- a) We fail to understand your claim of privilege or confidentiality to documents relating to the application of fertilizer or nutrients in the IRW.
- b) Are documents being withheld per your overly broad and expensive objection?
- c) Per our discussion of the production of agency documents, we request that you provide a complete response that identified which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.
- d) We do not believe that referring to documents that Peterson may have obtained from ODAFF is responsive

12) Response to Request No. 17:

- a) We would like to discuss proposals to resolve your overly broad, burdensome and expensive objection.

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- b) Thank you for referring us to the deeds in the OSRC's records. However, our request is not limited to the OSRC.
- c) Please identify generally what responsive information may be obtained from the Oklahoma Department of Wildlife Conservation website and how to obtain that information. Your response indicates that other websites may have responsive information. Please identify any other websites that you know to contain responsive information.
- d) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

13) Response to Request No. 18:

- a) We fail to understand how formal complaints and concerns relating to the collection and disposal of wastes on the State's real property are protected by privilege or other claims of confidentiality.
- b) We would like to discuss proposals to resolve your overly broad, burdensome and expensive objection.
- c) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

14) Response to Request No. 19:

- a) We fail to understand how documents relating to the State's uses of and activities conducted on its lands are protected by privilege or other claims of confidentiality.
- b) We would like to discuss proposals to resolve your overly broad, burdensome and expensive objection.
- c) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

15) Response to Request No. 20 and 41:

- a) We fail to understand how documents relating to animal census or surveys of the IRW (20) and fish kills (41) are protected by privilege or other claims of confidentiality.

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- b) You generally refer to "some responsive documents" that have already been produced in the State's initial disclosures, but fail to identify those responsive documents.
- c) You respond that responsive documents may be found at Oklahoma Department of Wildlife Conservation, Oklahoma Department of Environmental Quality, and the Oklahoma Conservation Commission. Are there responsive documents maintained by any other agency? If so, which agency and what documents? We also need to discuss the production of documents from these agencies.

16) Response to Request No. 21:

- a) We fail to understand how complaints about water quality are protected by privilege or other claims of confidentiality.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

17) Response to Request No. 22:

- a) We fail to understand how documents relating to the growth/expansion or decline/reduction of poultry operations in the IRW are protected by privilege or other claims of confidentiality.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.
- c) You refer us to a webpage maintained by ODAFF. We have reviewed this website, but fail to understand how these ODAFF forms are responsive to this request.

18) Response to Request No. 23:

- a) We would like to discuss your claim of privilege and confidentiality with respect to documents relating to alternative technologies.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.
- c) You refer us to the State's response to Cobb-Vantress' 2nd Set of Interrogatories. We have reviewed those responses and failed to find documents relating to alternate technologies.

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19) Response to Request No. 25:

- a) We fail to understand how correspondence with federal agencies regarding water treatment byproducts is protected by privilege or other claims of confidentiality.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

20) Response to Request No. 26:

- a) We would like to discuss your claim of privilege and confidentiality with respect to documents relating to studies, evaluation, investigation, sampling or analysis of public water supplies located in the IRW.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

21) Response to Request No. 27:

- a) We fail to understand your claim of privilege and confidentiality to studies of water treatment byproducts.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

22) Response to Request No. 28:

- a) We fail to understand your claim of privilege and confidentiality to documents relating to chemical treatments or processes of public water supplies in the IRW.
- b) If you are willing to stipulate that water treatment byproducts, such as trihalomethanes, are not at issue in this case, then we will accept your objection that responsive documents have nothing to do with any claim or defense in this matter.
- c) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

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23) Response to Request No. 29:

- a) We would like to discuss your claim of privilege and confidentiality with respect to documents relating to studies of alleged eutrophication of waters in the IRW.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

24) Response to Request No. 30:

- a) We fail to understand your claim of privilege and confidentiality with respect to documents relating to alleged failures of any Scenic River to meet federal and state approved water quality standards.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

25) Response to Request No. 31:

- a) We fail to understand your claim of privilege and confidentiality with respect to documents relating to studies, review or evaluations regarding poultry litter as a potential source of fecal coliform, E. coli or enterococci in the IRW.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

26) Response to Request No. 32:

- a) We wish to discuss your claim of privilege and confidentiality with respect to documents relating to studies, reviews, evaluations, investigations, sampling and analysis of streams or groundwater in the IRW.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

27) Response to Request No. 33:

- a) We wish to discuss your claim of privilege and confidentiality with respect to documents relating to studies, reviews, evaluations, investigations, sampling and analysis of sources of identified elements and compounds.

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- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

28) Response to Request No. 35: Please confirm that all press statements made by "You" relating to this lawsuit are available on the Attorney General's website referred to in your response.

29) Response to Request No. 36: Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

30) Response to Request No. 37, 38, and 39:

- a) We wish to discuss your claims of privilege and confidentiality.
- b) With respect to your Response to Request No. 37, we wish to discuss your overly broad and burdensome objection. Is the State withholding certain categories of documents pursuant to this objection?
- c) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

31) Response to Request No. 40:

- a) We wish to discuss your claim of privilege to documents relating to increased human health risks in the IRW.
- b) We wish to discuss your overly broad and burdensome objection. Are you stating that human health risks are not issues in this case? Or are you contending that you cannot identify which human health risks are at issue in this case?
- c) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

32) Response to Request No. 42:

- a) We fail to understand how documents relating to algae blooms in the IRW are protected by privilege or other claims of confidentiality.

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- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

33) Response to Request No. 43: We wish to discuss your claim of privilege and confidentiality to documents relating to studies, evaluations, investigations, sampling or analysis conducted by Bert Fisher with respect to this lawsuit.

34) Response to Request No. 44:

- a) We wish to discuss your claim of privilege and confidentiality with respect to water quality documents.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

35) Response to Request No. 45, 46, and 47:

- a) We wish to discuss your claim of privilege and confidentiality with respect to documents relating to levels or concentrations of "Pollutants or Contaminants" in the surface water (45), soils (46), or groundwater (47) within the IRW.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

36) Response to Request No. 48:

- a) We wish to discuss your claim of privilege and confidentiality with respect to documents relating to "Your" contention that the actions or omissions of the Defendants have affected the recreational uses of the IRW.
- b) You state that responsive documents **may** be found at the Oklahoma Department of Tourism and Recreation and the Oklahoma Scenic Rivers Commission. Please identify the categories of responsive documents, if any, we can expect to find at these locations. Please identify any additional agencies that maintain responsive documents and the categories of responsive documents that we can expect to find at that agency.

37) Response to Request No. 49:

- a) We fail to understand how documents relating to complaints, citations, warnings, notices or violation or enforcement actions brought against any poultry operation

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in the IRW can be shielded from disclosure by a claim of privilege or other claims of confidentiality.

- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

38) Response to Request No. 50:

- a) We fail to understand how studies of Lake Francis can be shielded from disclosure by a claim of privilege or other claims of confidentiality.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

39) Response to Request No. 51:

- a) We fail to understand how documents relating to the ownership of Lake Francis can be shielded from disclosure by a claim of privilege or other claims of confidentiality.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

40) Response to Request No. 52:

- a) We wish to discuss your claim of privilege and confidentiality with respect to documents relating to impacts on the IRW from sources other than poultry.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

41) Response to Request No. 53:

- a) We wish to discuss your claim of privilege and confidentiality with respect to documents relating to exceedences of NPDES permits.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

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42) **Response to Request No. 54:** You refer us to the business records of ODAFF which have already been produced in this matter. Are you referring to documents produced in your Initial Disclosures? Can you affirmatively represent that these are all the responsive documents that you have been able to identify at this time?

43) **Response to Request No. 55:**

- a) We wish to discuss your claim of privilege and confidentiality with respect to documents relating to the costs incurred to monitor, assess and evaluate water quality, wildlife and biota within the IRW.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

44) **Response to Request No. 56:**

- a) We wish to discuss your claim of privilege and confidentiality to documents supporting your contention that hormones and/or hormonal supplements are provided to poultry grown in the IRW.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

45) **Response to Request No. 57:**

- a) It is not sufficient to refer to documents in the possession of the Cargill or its co-defendants in this action. We have the right to discover what responsive documents are maintained by the Plaintiffs in this action.
- b) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

B. Plaintiffs' Answers and General Objections to Defendant Cargill's Request for Production:

With respect to each Response:

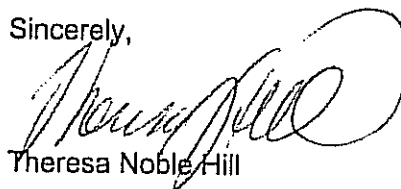
- 1) We wish to discuss your General Objections as set forth above;
- 2) We wish to discuss your claims of privilege and confidentiality; and

Ms. D. Sharon Gentry
Riggs, Abney, Neal, Turpen, Orbison & Lewis
November 9, 2006
Page 15

- 3) Per our discussion of the production of agency documents, we request that you provide a complete response that identifies which agencies maintain responsive documents and the categories of documents we can expect to find at that agency.

We are hopeful that this will provide us an outline for an efficient and production "meet and confer" conference. Should you have any questions in advance of our conference, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Theresa Noble Hill", with a large, stylized loop at the end.

Theresa Noble Hill

TNH:mb

cc: Bob Nance (via email only)
Trevor Hammons (via email only)
John Tucker (via email only)
Dara Mann (via email only)

**RHODES, HIERONYMUS, JONES, TUCKER & GABLE, P.L.L.C.
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George W. Gable (1918-2000)

— Est. 1931 —

Daniel D. Draper, III
Of Counsel

RhodesHieronymus

O K L A H O M A

Reply to: Theresa Noble Hill
thill@rhodesokla.com

January 4, 2007

Via Email and Mail

Ms. D. Sharon Gentry
Robert A. Nance
Riggs, Abney, Neal, Turpen, Orbison & Lewis
5801 Broadway Extension, Suite 101
Oklahoma City, OK 73118

J. Trevor Hammons
4545 North Lincoln Blvd., Suite 260
Oklahoma City, OK 73105

Re: *State of Oklahoma v. Tyson*
Our File No. 1790-2

Dear Ms. Gentry, Mr. Hammons and Mr. Nance:

Thank you for participating in our Meet and Confer Conferences on Friday, December 8, 2006 and Thursday, December 14, 2006 at 3:00 p.m. Please let this letter serve as a confirmation of our discussions. We request that you advise us immediately, if we have misstated or misunderstood our prior discussions.

I. Agency and Office of the Secretary of the Environment Document Reviews:

We understand that you are obtaining dates for custodian depositions and document inspections at the Office of the Secretary of the Environment, Oklahoma Department of Wildlife Conservation, and Oklahoma Department of Recreation and Tourism. Mr. Bullock advised the Court on December 15, 2006 that all of these dates had been set. Please share these dates with us.

We had lengthy discussions concerning the document review at the Oklahoma Department of Agriculture, Food and Forestry. On our December 14 call, we agreed to conduct a conference call with representatives of other Poultry Companies to address coordination of a document review at ODAFF. I have conferred with representatives of the other Poultry Companies who are willing to participate. Please advise of your available dates for a conference call concerning the ODAFF document review.

Exhibit B

Ms. D. Sharon Gentry
Robert A. Nance
John T. Hammons
January 4, 2007
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It is Cargill's continued position that we have the right to notice a deposition as the Records Custodian for ODEQ. Should we determine that this is necessary, we will discuss with you the parameters of our request and scheduling. We understand that you cannot advise us whether the State will object to such a Notice.

We continue to request that the State provide responses to our Requests for Production of Documents ("RFP") that identify the agency that possesses responsive documents and the specific categories of responsive documents that we can expect to find at that agency. While the State maintains that its general response to our RFP's that responsive documents may be found at one of seven agencies and the Office of the Secretary of the Environment is adequate, to date you have been willing to provide us with chart of the boxes that contain documents to our specific requests by number. We continue to request such supplementation of your responses in advance of the document inspection on January 9, 2007 at the Oklahoma Conservation Commission, January 11, 2007 at the Oklahoma Scenic Rivers Commission, and the document inspections to be scheduled. If you are unwilling to provide such a list, please advise us by the morning of January 8, 2007 so that we may address the issue with Magistrate Joyner in advance of the remaining document inspections.

II. Privilege Issues:

It is our understanding that any documents that have been withheld for any reason will be noted on a privilege log. In particular, we understand that any claim of confidentiality or privilege, including the self-evaluative privilege, will be noted on your privilege logs. In reviewing your ODEQ Privilege Log, the General Privilege Log, and OWRB Privilege Log, we recognize that to date you have not asserted the self-evaluative privilege or other claims of confidentiality under state law. Should the State assert the self-evaluative privilege or other claims of confidentiality with respect to future document productions, we will need to have an additional meet and confer. In the alternative, if you can advise us of the basis for the self-evaluative privilege and other claims of confidentiality under State Law, perhaps we could avoid another meet and confer.

During our December 14th Conference, we advised that the ODEQ Privilege Log did not provide us with adequate information for us to determine whether the State's claim of privilege is valid. We requested that you supplement the list by providing the agency and department for the persons listed on the log. We understand that you will review the log and determine whether you will provide such a supplementation. We further request that you do the same for the OWRB Privilege Log.

We also need to schedule a time to meet with you and the representatives of the other Poultry Companies to discuss additional concerns with your Privilege Logs. Please provide some available dates. We are willing to discuss these issues at the same time as we discuss the ODAFF document inspection.

Ms. D. Sharon Gentry
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III. Redactions:

We discussed the redactions of certain documents at the ODEQ. We understand that you refuse to prepare a redaction log.

IV. Specific Objections:

With respect to your specific objections, we continue to request the following by way of supplementation:

- Please remove your overly broad and expensive, and your overly broad and burdensome objections as we understand that you are not withholding documents on the basis of these objections;
- Please remove all objections or responses that refer us to documents contained in Defendants' files. This is not responsive. We seek information in the Plaintiffs' possession, not the Defendants' possession;
- Please remove all objections and responses that refer us to documents obtained by Peterson at ODAFF pursuant to their Open Records Request. We do not believe this is responsive to our Requests to you;
- Please remove all of your relevancy objections. See Response to Request Nos. 12 and 28;

In addition to the specific objections addressed above, we discussed the following:

Request No. 4: We understand that the State is not producing any documents relating to the calculation of damages. It is the State's position that there are no documents relevant to damages that are not privileged.

Request No. 5: We understand that if you find documents relating to property obtained by the State by eminent domain at the agencies that you will provide it so long as it is not privileged. You advised that claims of privilege may attach in the event of contested eminent domain proceedings. We understand that any such claims of privilege will be listed on a privilege log.

Request No. 6: We understand that you have not produced "Electronically Stored Information" at this time. We understand that if hard-copies exist of ESI, you are providing the hard-copies at the agency document reviews.

Request No. 8: We understand that you will supplement your response and identify the websites referenced in your response.

Request No. 10: We understand that you will clarify your objection to producing "documents generated for or during any settlement negotiations." Specifically, you will clarify

Ms. D. Sharon Gentry
Robert A. Nance
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whether negotiations prior to the commencement of the lawsuit will be included on your privilege log, the cut-off date that you apply for not listing documents on the privilege log pursuant to LCvR 26.4, whether your interpretation of "settlement negotiations" includes documents relating to the Joint Statement of Principals, and other topics that you consider "settlement negotiations." Until we have some basic information relating to your claim of privilege, we cannot assess the completeness of your response.

Request No. 14: We understand that you will produce documents relating to the Oklahoma-Arkansas Compact Commission. Please advise when you will be making this production. We recognize that some documents relating to the Oklahoma-Arkansas Compact Commission were contained in the documents produced at OWRB. Please advise if any additional production will be made in response to this Request.

Requests Nos. 20 and 41: We understand that you will supplement your response to these Requests to identify the responsive documents that have been produced to date. We further understand that you will confirm whether responsive documents are maintained at any other agency.

Request No. 23: We understand that your reference to your responses to Cobb-Vantress' Second Set of Interrogatories is a reference to your response to Interrogatory No. 3.

Request No. 35: Our request was not limited to Press Releases made by the Attorney General. We understand that you are confirming whether there are additional responsive documents relating to press statements made by "You."

Request No. 43: We understand that you continue to claim privilege to documents relating to studies, evaluations, investigations, sampling or other analysis conducted by Bert Fisher pending Judge Joyner's rulings relating to the December 15, 2006 hearing.

We request that you promptly supplement your responses set forth above.

Sincerely,

THERESA NOBLE HILL

TNH:mb

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— Est. 1931 —

Daniel D. Draper, III
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Reply to: Theresa Noble Hill
thill@rhodesokla.com

January 16, 2007

Via Email and Mail

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5801 Broadway Extension, Suite 101
Oklahoma City, OK 73118

J. Trevor Hammons
4545 North Lincoln Blvd., Suite 260
Oklahoma City, OK 73105

Re: *State of Oklahoma v. Tyson*
Our File No. 1790-2

Dear Ms. Gentry, Mr. Hammons and Mr. Nance:

We have had no response since my letter dated January 4, 2007, confirming the discussions of our meet and confer conferences.

Please provide dates for the additional agency document reviews.

Please provide a date that you are available to discuss the Defendants' concerns with your privilege logs. Please confirm whether we can expect any supplementation of the persons listed on your privilege log by Friday, January 19, 2007.

Finally, please confirm whether you intend to provide any supplementation to your response by Friday, January 19, 2007. We look forward to hearing from you.

Sincerely,



THERESA NOBLE HILL

TNH:mb

Exhibit C

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Daniel D. Draper, III
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Reply to: Theresa Noble Hill
thill@rhodesokla.com

January 17, 2007

Via Email and Mail

D. Sharon Gentry
Robert A. Nance
Riggs, Abney, Neal, Turpen, Orbison & Lewis
5801 Broadway Extension, Suite 101
Oklahoma City, OK 73118

J. Trevor Hammons
4545 North Lincoln Blvd., Suite 260
Oklahoma City, OK 73105

Re: *State of Oklahoma v. Tyson*
Our File No. 1790-2

Dear Ms. Gentry, Mr. Nance, and Mr. Hammons:

We are in receipt of the State's Objections and Responses to Cargill, Inc.'s and Cargill Turkey Production, LLC's Amended First Set of Interrogatories. We find that your responses are deficient in numerous respects.

I. General Objections to Both Sets of Interrogatories:

We have discussed the State's Objections at length during our multiple meet and confer conferences addressing the State's responses to Cargill, Inc. and Cargill Turkey Production, LLC's Requests for Production of Documents. We have the same concerns with the State's responses to Interrogatories.

You state that each of the General Objections is incorporated by reference into the specific responses, and then restate many of the general objections in specific responses making it impossible to determine whether information has been withheld pursuant to any of the General Objections.

A. Objection #2. Discovery that is already in possession of defendant, and is obtainable from another source.

Please remove this general objection. The Interrogatories seek

Exhibit D

D. Sharon Gentry
Robert A. Nance
J. Trevor Hammons
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Page 2

information in the possession of the State. It is improper to point to information in the possession of the requesting parties or other parties.

B. Objection # 3. Overly broad, unduly burdensome and expensive.

It appears that the State has withheld information responsive to Cargill Turkey Production, LLC Interrogatories #3 and #4 on the basis that it is oppressive, unduly burdensome and expensive to answer. For example, in response to Cargill Turkey Production, LLC Interrogatory No. 3, you claim that the State, "a legal entity with more than one hundred component agencies, boards, and commissions and tens of thousands of employees became 'aware that poultry industry operations might be the potential source' of the identified constituents and compounds. The Plaintiffs in the action purport to represent the State of Oklahoma. Accordingly, you should be able to provide this responsive information for the State of Oklahoma.

It appears that this objection is one of the reasons that you fail to provide any substantive response to Cargill, Inc. Interrogatory #9, #10, and #11.

It is impossible to determine whether the State is failing to provide information responsive to any other Interrogatory on the basis of this objection.

We request that you remove this objection and supplement your Interrogatories accordingly.

C. Objection #4. Objection to use of the terms: "all"; "each"; and "with particularity."

The State further objects that the Interrogatories improperly require the State to provide a narrative account of its case.

The State's responses are generally devoid of any specific or particular information. The following examples demonstrate the State's failure to provide substantive responses:

- **Cargill Turkey Production, LLC Interrogatory No. 3.** Your response provides no specific information relating to the seven compounds or constituents listed in the Interrogatory. The response wholly fails to "discuss with particularity the facts, witnesses and/or documents leading to Your awareness" that poultry operations might be a potential source of the listed constituents.
- **Cargill Turkey Production, LLC Interrogatory No. 4.** No new information is provided. Instead, you refer us back to Interrogatory No. 3. Interrogatory No. 4 seeks the date that you became aware that elevated levels of the constituents or

D. Sharon Gentry
 Robert A. Nance
 J. Trevor Hammons
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 Page 3

compounds listed in your Complaint may be the cause of perceived environmental harm. Interrogatory No. 3 only asked when you became aware that poultry industry operations may be the source of the constituents and compounds listed in your Complaint. As such, your response to Interrogatory No. 4 is incomplete.

- **Cargill Turkey Production, LLC Interrogatory No. 7.** Your response generically refers us to BUMP reports, clean lake studies and other scientific reports. Please specifically identify those reports.
- **Cargill Turkey Production, LLC Interrogatory No. 10.** No response is given, only objections. You state that the purpose of the witness list in one's Initial Disclosures is to provide information that will assist the other parties in deciding which depositions will actually be needed. The State's descriptions of the subjects of discoverable information held by each person listed in the State's Initial Disclosures fail to provide adequate information to make such a determination. Regardless, these are Interrogatories and not Initial Disclosures. A party has a choice of the discovery tools that it may employ. We seek additional information through Interrogatories. The State has entirely failed to respond.
- **Cargill, Inc. Interrogatory No. 9.**
 No response is given to this Interrogatory, only objections and a reference back to the First Amended Complaint.
- **Cargill, Inc. Interrogatory No. 8, No. 12, and No. 15.**
 These Interrogatories seek information relating to the State's specific and separate allegations involving health hazards, endangerment to health or the environment, and danger to the public's health and safety. In response to Interrogatory No. 8, you refer us to your response to Interrogatory No. 4 and No. 15. In response to Interrogatory No. 12, you refer us to Interrogatory No. 15. Interrogatory No. 4 and 15 fail to provide any specific information relating to the State's specific allegations.

We request that you supplement all of your responses with information particular to any Cargill entity and remove this objection in its entirety.

D. Objection #5. Objection to contention interrogatories.

In response to the following Interrogatories, the State objects that the Interrogatories are "premature contention interrogator[ies]":

- 1) Cargill Turkey Production, LLC Interrogatories #9, #13, #14, #15, #16, #17, #18; and

D. Sharon Gentry
Robert A. Nance
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January 17, 2007
Page 4

- 2) Cargill, Inc. Interrogatories #1, #2, #3, #4, #5, #6, #7, #8, #12, #13, #14, #15, #16, #17.

We do not recognize this as a valid objection. In light of the State's recent disclosure that it intends to pursue a Preliminary Injunction, it is not proper to withhold responsive information on the grounds that it is "premature."

Moreover, there is no limitation in the Federal Rules of Civil Procedure or the Local Rules limiting the use of contention interrogatories. In response to Cargill, Inc. Interrogatories #9, #10, and #11, you object to the contention interrogatory as a whole regardless of timing.

The State further advises that it objects to "supplying more than the principal and material facts supporting its allegations at this point." We do not believe that it is proper for the State to determine what is principal and material and withhold all other information until the close of discovery. The responding party's duty is to provide all responsive information regardless of whether it believes it to be "principal or material."

- E. **Objection # 6. Unreasonably cumulative or duplicative.**
- F. **Objection #7. Vague, indefinite and ambiguous objection.**
- G. **Objection # 8. Burden or expense outweighs the benefit.**
- H. **Objection #9. Interrogatories improperly attempt to impose obligations on the State other than those imposed or authorized by the Federal Rules of Civil Procedure.**

It is impossible to determine whether the State is failing to provide responsive information to any specific Interrogatory pursuant to Objection # 6, # 7, #8 or #9. If responsive information is being withheld pursuant to one of these Objections, please state the specific Interrogatory number and the nature of the information not provided. If the State is not withholding information on the basis of these Objections, then please remove them.

II. Rule 33(d) Designations.

In response to the following Interrogatories, the State invokes FED. R. CIV. PRO. 33(d):

- 1) Cargill Turkey Production, LLC's Interrogatories #1, #2, #3, #4, #5, #6, #7, #8, #9, #13, #15, #16; and
- 2) Cargill, Inc.'s Interrogatories # 2, #3, #4, #5, #6, #7, #8, #10, #11, #12, #14, #15, #16.

D. Sharon Gentry
Robert A. Nance
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January 17, 2007
Page 5

Despite its invocation of Rule 33(d), the State entirely fails to specify the records from which the answers to the Interrogatories can be derived. It is improper to refer us to documents at one of seven agencies or the Office of the Secretary of the Environment.

The charts that you provided during the document reviews completed at ODEQ, OWRB, and OCC do not supplement your Interrogatory responses. While the charts are inadequate generally, they do not even attempt to designate documents responsive to any Interrogatory posed by Cargill, Inc. or Cargill Turkey Production, LLC.

III. Work Product and Trial Preparation Materials.

In response to the following Interrogatories, the State objects that the Interrogatory calls for work product, trial preparation materials and/or information protected by the attorney-client privilege:

- 1) Cargill Turkey Production, LLC Interrogatories #4, #5, #6, #6, #7, #8, #9, #13, #14, #15; and
- 2) All Seventeen Cargill, Inc. Interrogatories.

As we have discussed during our meet and confer conferences, we believe that it is improper to attempt to shield basic information about the State's case by privilege. The Court recently addressed this issue finding that the State waived any such protection by putting such information "at issue."

The Interrogatories seek the basis for statements made to the Court at hearings and in pleadings. The State's responses are devoid of any specific response.

IV. Reference to Cargill, Inc. and Cargill Turkey Production, LLC's Documents.

In response to the following Interrogatories, the State responds that it cannot respond with particularity as to each Cargill entity because it has not had the opportunity to review documents produced by Cargill, Inc. and Cargill Turkey Production, LLC:

- 1) Cargill Turkey Production, LLC Interrogatories # 11, #12, #13, #14, #15, #16, #17, #18; and
- 2) All Seventeen Cargill, Inc. Interrogatories.

The problem is that the State fails to provide any specific information relating to any Cargill entity. The State should be able to provide responsive information concerning its allegations against any Cargill entity without reference to documents produced by Cargill, Inc. and Cargill Turkey Production, LLC.

V. Failure to Identify any Witnesses.

The following Interrogatories ask you to identify the witnesses upon whom you will rely to establish the facts underlying various allegations:

- 1) Cargill Turkey Production, LLC Interrogatories #3, #4, #9, #12, #13, #14, #15, #16, #17, #18; and
- 2) All Seventeen Cargill, Inc. Interrogatories.

D. Sharon Gentry
Robert A. Nance
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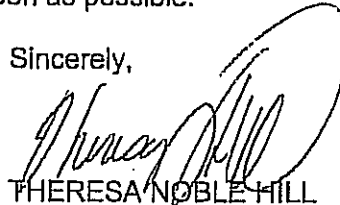
Not one single witness is identified anywhere in the State's responses.

VI. Relevancy Objections.

In response to Cargill Turkey Production, LLC Interrogatories #3 and #4 you interpose a relevancy objection. As we discussed with respect to your responses to Requests for Production of Documents, please remove this objection.

We believe that we have addressed many of these subjects in our prior meet and confer conferences addressing the State's responses to our Requests for Production. If you would like to meet to discuss any specific or new concerns that we have not previously addressed in our prior conferences, please let me know as soon as possible.

Sincerely,



THERESA NOBLE HILL

TNH:mb

Oklahoma Conservation Commission Document Review

Dear Counsel:

In its production of documents at the Oklahoma Conservation Commission in response to the requests for production of documents of various defendants, the State has elected to produce the documents as they are kept in the usual course of business. As a courtesy to counsel, the State has attempted to determine which boxes of documents respond to particular requests for production, or interrogatories for which the State has previously indicated it will rely upon documents pursuant to Rule 33(d) for its response. The State has prepared an index, by box, of the documents which are responsive to requests for production and interrogatories. A copy of that index accompanies this letter.

However, given the number, the breadth, and the degree to which the many requests for production and interrogatories overlap, it is impossible to comprehensively state each and every request for production or interrogatory to which documents in each box respond. Therefore, it is the responsibility of examining counsel to review the documents produced for responsiveness and to determine which, if any, should be copied for purposes of the defense.

Pursuant to state law, certain documents have been redacted to a limited extent to preserve the desired confidentiality of persons making anonymous complaints to the OCC. Documents have also been redacted to preserve the confidentiality of bank account and social security information of citizens.

Exhibit E